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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	Chapter 11
In re	:	
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <u>et al.</u>,	:	
	:	(Jointly Administered)
	:	
Debtors	:	
-----X	:	

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF ALL NOTICES AND PAPERS**

PLEASE TAKE NOTICE that, pursuant to 11 U.S.C. § 1109 and Federal Rule of Bankruptcy Procedure 9010, Milbank, Tweed, Hadley & McCloy LLP (“Milbank”), hereby appears as counsel of record in these cases for Cerberus Capital Management, L.P. (“Cerberus”).

PLEASE TAKE FURTHER NOTICE that, pursuant to Federal Rules of Bankruptcy Procedure 2002, 3007, 3017, 4001, 6004, 6006, 9007 and 9010, Cerberus hereby requests that all notices given or required to be given in this bankruptcy case by any party or their counsel of record, whether in writing or by telephone, fax or any other form of transmission, and all papers served or required to be served in this case by any party or their counsel of record, be given and served upon Milbank at the following address

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PLEASE TAKE FURTHER NOTICE that this request includes, without limitation, all notices and papers referred to in the Federal Rules of Bankruptcy Procedure specified above, and all orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, telegraph, telex or otherwise that affect or seek to affect in any way any rights or interests of any creditor or party in interest in this case with respect to (i) the Debtors, (ii) property of the estate, or proceeds thereof, in which the Debtors may claim an interest, or (iii) property or proceeds thereof, in the possession, custody, or control of others, that the Debtors may seek to use.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any later appearance, pleading, claim, or suit shall constitute a waiver by Cerberus of: (a) its right to have final orders in non-core matters entered only after *de novo* review by a District Court; (b) its right to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case; (c) its right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (d) any other rights, claims, actions, defenses, setoffs, or recoupments to which it is or may be entitled under agreements, in law, or in equity. All of the above rights, claims, actions, defenses, setoffs and recoupments expressly are reserved and preserved unto Cerberus, without exception, and with no

purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation by Cerberus or its counsel in these bankruptcy cases.

December 18, 2006

MILBANK, TWEED, HADLEY & McCLOY LLP

By: /s/ James E. Till
Gregory A. Bray
Thomas R. Kreller
James E. Till

Attorneys for Cerberus Capital Management, L.P.